

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SUNPOWER CORPORATION, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-11649 (CTG)
)
) (Jointly Administered)
)
)
)

**NOTICE OF *AMENDED*² AGENDA OF MATTERS SCHEDULED FOR
HEARING ON AUGUST 29, 2024 AT 10:30 A.M. (EDT)**

*PLEASE NOTE THAT THE HEARING WILL BE HELD IN COURTROOM #2
ON THE SIXTH FLOOR OF THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE*

THIS PROCEEDING WILL BE CONDUCTED IN-PERSON.

**ALL COUNSEL AND WITNESSES ARE EXPECTED TO ATTEND UNLESS
PERMITTED TO APPEAR REMOTELY VIA ZOOM.**

**PLEASE REFER TO JUDGE GOLDBLATT’S CHAMBERS PROCEDURES
([HTTPS://WWW.DEB.USCOURTS.GOV/JUDGE-CRAIG-T-GOLDBLATT](https://www.deb.uscourts.gov/judge-craig-t-goldblatt)) AND THE
COURT’S WEBSITE ([HTTP://WWW.DEB.USCOURTS.GOV/ECOURT-
APPEARANCES](http://www.deb.uscourts.gov/ecourt-appearances)) FOR INFORMATION ON WHO MAY PARTICIPATE REMOTELY,
THE METHOD OF ALLOWED PARTICIPATION (VIDEO OR AUDIO), JUDGE
GOLDBLATT’S EXPECTATIONS OF REMOTE PARTICIPANTS, AND THE
ADVANCE REGISTRATION REQUIREMENTS.**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: SunPower Corporation (8969); SunPower Corporation, Systems (8962); SunPower Capital, LLC (8450); SunPower Capital Services, LLC (9910); SunPower HoldCo, LLC (0454); SunPower North America, LLC (0194); Blue Raven Solar, LLC (3692); Blue Raven Solar Holdings, LLC (4577); BRS Field Ops, LLC (2370); and Falcon Acquisition HoldCo, Inc. (3335). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 880 Harbour Way South, Suite 600, Richmond, CA 94804.

² Amended agenda items appear in bold.

**REGISTRATION IS REQUIRED BY 4:00 P.M. (EASTERN TIME) THE BUSINESS DAY
BEFORE THE HEARING UNLESS OTHERWISE NOTICED USING
THE ECOURTAPPEARANCES TOOL AVAILABLE ON THE COURT'S WEBSITE.**

I. ADJOURNED MATTER:

1. Motion of Debtors for Entry of an Order (I) Authorizing and Approving the Sale of the Assets Free and Clear of all Liens, Claims, Encumbrances and Other Interests, (II) Authorizing and Approving Entry into the Definitive Agreements and the Transactions Contemplated Therein, and (II) Granting Related Relief [[Docket No. 114](#); filed August 8, 2024]

Response/Objection Deadline: August 22, 2024 at 4:00 p.m. (EDT)

Responses/Objections Received:

- A. Objection of Spruce Power Holding Corporation to Motion of Debtors for Entry of an Order (I) Authorizing and Approving the Sale of the Assets Free and Clear of all Liens, Claims, Encumbrances and Other Interests, (II) Authorizing and Approving Entry into the Definitive Agreements and the Transactions Contemplated Therein, and (III) Granting Related Relief [[Docket No. 191](#); filed August 22, 2024]
- B. Limited Objection and Reservation of Rights of Lexon Insurance Company and Endurance American Insurance Company to the Motion of Debtors for Entry of an Order (I) Authorizing and Approving the Sale of the Assets Free and Clear of all Liens, Claims, Encumbrances and Other Interests, (II) Authorizing and Approving Entry into the Definitive Agreements and the Transactions Contemplated Therein, and (III) Granting Related Relief [[Docket No. 200](#); filed August 23, 2024]
- C. Limited Objection to Sale filed by Arevon Energy Inc. [[Docket No. 203](#); filed August 23, 2024]

Related Documents:

- i. Declaration of Matthew Henry, Chief Transformation Officer of SunPower Corporation, in Support of the Motion of Debtors for Entry of an Order (I) Authorizing and Approving the Sale of the Assets Free and Clear of all Liens, Claims, Encumbrances and Other Interests, (II) Authorizing and Approving Entry into the Definitive Agreements and the Transactions Contemplated Therein, and (II) Granting Related Relief [[Docket No. 115](#); filed August 8, 2024]

Status: The hearing on this matter is adjourned to the hearing scheduled for September 16, 2024 at 11:30 a.m. (EDT).

II. MATTERS GOING FORWARD:

2. Motion of Debtors for Entry of Interim and Final Order (I) Authorizing the Debtors to (A) Continue to Operate the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief [[Docket No. 4](#); filed August 5, 2024]

Response/Objection Deadline: August 22, 2024 at 4:00 p.m. (EDT); extended to August 23, 2024 at 4:00 p.m. (EDT) for The Chubb Corporation (“Chubb”); extended to August 23, 2024 at 5:00 p.m. (EDT) for Averon US, Inc. (“Averon”); extended to August 26, 2024 at 5:00 p.m. (EDT) for the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) and Bank of America, N.A., the First Lien Agent (the “First Lien Agent”)

Responses/Objections Received:

- A. Informal comments from the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”)
- B. Informal comments from the Creditors’ Committee

Related Documents:

- i. Interim Order (I) Authorizing the Debtors to (A) Continue to Operate the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief [[Docket No. 82](#); entered August 7, 2024]
- ii. Notice of (A) Entry of Interim Order (I) Authorizing the Debtors to (A) Continue to Operate the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief; and (B) Final Hearing Thereon [[Docket No. 92](#); filed August 7, 2024]
- iii. **Certification of Counsel Concerning the Second Interim Order (I) Authorizing the Debtors to (A) Continue to Operate the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief [[Docket No. 254](#); filed August 28, 2024]**

- iv. **Second Interim Order (I) Authorizing the Debtors to (A) Continue to Operate the Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief** [[Docket No. 263](#); entered August 28, 2024]

Status: On August 28, 2024, the Court entered a second interim order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.

- 3. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs; and (II) Granting Related Relief [[Docket No. 5](#); filed August 5, 2024]

Response/Objection Deadline: August 22, 2024 at 4:00 p.m. (EDT); extended to August 23, 2024 at 4:00 p.m. (EDT) for Chubb; extended to August 23, 2024 at 5:00 p.m. (EDT) for Averon; extended to August 26, 2024 at 5:00 p.m. (EDT) for the Creditors' Committee and the First Lien Agent

Responses/Objections Received:

- A. Informal comments from Chubb
- B. Informal comments from the Creditors' Committee

Related Documents:

- i. Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs; and (II) Granting Related Relief [[Docket No. 87](#); entered August 7, 2024]
- ii. Notice of (A) Entry of Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs; and (II) Granting Related Relief; and (B) Final Hearing Thereon [[Docket No. 96](#); filed August 7, 2024]
- iii. **Certification of Counsel Concerning the Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs; and (II) Granting Related Relief** [[Docket No. 249](#); filed August 28, 2024]

- iv. **Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs; and (II) Granting Related Relief [[Docket No. 262](#); entered August 28, 2024]**

Status: **On August 28, 2024, the Court entered a final order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.**

4. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (B) File a Consolidated List of the Debtors' Thirty Largest Unsecured Creditors, (C) Serve Certain Parties in Interest by Email, (D) Approve the Form and Manner of Service of the Notice of Commencement, (E) Redact or Withhold Certain Personally Identifiable Information of Individuals; (II) Waiving the Requirement to File a List of Equity Security Holders and Provide Notices Directly to Equity Security Holders; and (III) Granting Related Relief [[Docket No. 6](#); filed August 5, 2024]

Response/Objection Deadline: August 22, 2024 at 4:00 p.m. (EDT); extended to August 23, 2024 at 4:00 p.m. (EDT) for Chubb; extended to August 23, 2024 at 5:00 p.m. (EDT) for Averon; extended to August 26, 2024 at 5:00 p.m. (EDT) for the Creditors' Committee and the First Lien Agent

Responses/Objections Received: None

Related Documents:

- i. Interim Order (I) Authorizing the Debtors to (A) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (B) File a Consolidated List of the Debtors' Thirty Largest Unsecured Creditors, (C) Serve Certain Parties in Interest by Email, (D) Approve the Form and Manner of Service of the Notice of Commencement, (E) Redact or Withhold Certain Personally Identifiable Information of Individuals; (II) Waiving the Requirement to File a List of Equity Security Holders and Provide Notices Directly to Equity Security Holders; and (III) Granting Related Relief [[Docket No. 83](#); entered August 7, 2024]

- ii. Notice of (A) Entry of Interim Order (I) Authorizing the Debtors to (A) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (B) File a Consolidated List of the Debtors' Thirty Largest Unsecured Creditors, (C) Serve Certain Parties in Interest by Email, (D) Approve the Form and Manner of Service of the Notice of Commencement, (E) Redact or Withhold Certain Personally Identifiable Information of Individuals; (II) Waiving the Requirement to File a List of Equity Security Holders and Provide Notices Directly to Equity Security Holders; and (III) Granting Related Relief; and (B) Final Hearing Thereon [[Docket No. 93](#); filed August 7, 2024]
- iii. **Certification of Counsel Concerning the Final Order (I) Authorizing the Debtors to (A) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (B) File a Consolidated List of the Debtors' Thirty Largest Unsecured Creditors, (C) Serve Certain Parties in Interest by Email, (D) Approve the Form and Manner of Service of the Notice of Commencement, (E) Redact or Withhold Certain Confidential Information of Customers, and (F) Redact Certain Personally Identifiable Information of Individuals; (II) Waiving the Requirement to File a List of Equity Security Holders and Provide Notices Directly to Equity Security Holders; and (III) Granting Related Relief [[Docket No. 232](#); filed August 27, 2024]**
- iv. **Final Order (I) Authorizing the Debtors to (A) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (B) File a Consolidated List of the Debtors' Thirty Largest Unsecured Creditors, (C) Serve Certain Parties in Interest by Email, (D) Approve the Form and Manner of Service of the Notice of Commencement, (E) Redact or Withhold Certain Confidential Information of Customers, and (F) Redact Certain Personally Identifiable Information of Individuals; (II) Waiving the Requirement to File a List of Equity Security Holders and Provide Notices Directly to Equity Security Holders; and (III) Granting Related Relief [[Docket No. 240](#); entered August 28, 2024]**

Status: **On August 28, 2024, the Court entered a final order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.**

- 5. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Prepetition Claims of Certain Critical Vendors, 503(b)(9) Claimants, and Lien Claimants, (II) Confirming Administrative Expense Priority of Outstanding Orders, and (III) Granting Related Relief [[Docket No. 7](#); filed August 5, 2024]

Response/Objection Deadline: August 22, 2024 at 4:00 p.m. (EDT); extended to August 23, 2024 at 4:00 p.m. (EDT) for Chubb; extended to August 23, 2024 at 5:00 p.m. (EDT) for Averon; extended to August 26, 2024 at 5:00 p.m. (EDT) for the Creditors' Committee and the First Lien Agent

Responses/Objections Received:

A. Informal comments from the Creditors' Committee

Related Documents:

- i. Interim Order (I) Authorizing the Debtors to Pay Prepetition Claims of Certain Critical Vendors, 503(b)(9) Claimants, and Lien Claimants, (II) Granting Administrative Expense Priority to all Undisputed Obligations on Account of Outstanding Orders, and (III) Granting Related Relief [[Docket No. 88](#); entered August 7, 2024]
- ii. Notice of (A) Entry of Interim Order (I) Authorizing the Debtors to Pay Prepetition Claims of Certain Critical Vendors, 503(b)(9) Claimants, and Lien Claimants, (II) Granting Administrative Expense Priority to all Undisputed Obligations on Account of Outstanding Orders, and (III) Granting Related Relief; and (B) Final Hearing Thereon [[Docket No. 97](#); filed August 7, 2024]
- iii. **Certification of Counsel Concerning the Final Order (I) Authorizing the Debtors to Pay Prepetition Claims of Certain Critical Vendors, 503(b)(9) Claimants, and Lien Claimants, (II) Granting Administrative Expense Priority to all Undisputed Obligations on Account of Outstanding Orders, and (III) Granting Related Relief [[Docket No. 247](#); filed August 28, 2024]**
- iv. **Final Order (I) Authorizing the Debtors to Pay Prepetition Claims of Certain Critical Vendors, 503(b)(9) Claimants, and Lien Claimants, (II) Granting Administrative Expense Priority to all Undisputed Obligations on Account of Outstanding Orders, and (III) Granting Related Relief [[Docket No. 261](#); entered August 28, 2024]**

Status: **On August 28, 2024, the Court entered a final order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.**

6. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Maintain Insurance and Surety Coverage Entered into Prepetition and Pay Related Prepetition Obligations, and (B) Renew, Supplement, Modify, or Purchase

Insurance and Surety Coverage, and (II) Granting Related Relief [[Docket No. 8](#); filed August 5, 2024]

Response/Objection Deadline: August 22, 2024 at 4:00 p.m. (EDT); extended to August 23, 2024 at 4:00 p.m. (EDT) for Chubb; extended to August 23, 2024 at 5:00 p.m. (EDT) for Averon and U.S. Specialty Insurance Company (“[U.S. Specialty](#)”); extended to August 26, 2024 at 5:00 p.m. (EDT) for the Creditors’ Committee and the First Lien Agent

Responses/Objections Received:

- A. Informal comments from Arch Insurance Company
- B. Informal comments from Hanover Insurance Company
- C. Informal comments from Fidelity & Deposit Company of Maryland
- D. Informal comments from Chubb
- E. Informal comments from the Creditors’ Committee

Related Documents:

- i. Interim Order (I) Authorizing the Debtors to (A) Maintain Insurance and Surety Coverage Entered into Prepetition and Pay Related Prepetition Obligations, and (B) Renew, Supplement, Modify, or Purchase Insurance and Surety Coverage, and (II) Granting Related Relief [[Docket No. 84](#); entered August 7, 2024]
- ii. Notice of (A) Entry of Interim Order (I) Authorizing the Debtors to (A) Maintain Insurance and Surety Coverage Entered into Prepetition and Pay Related Prepetition Obligations, and (B) Renew, Supplement, Modify, or Purchase Insurance and Surety Coverage, and (II) Granting Related Relief; and (B) Final Hearing Thereon [[Docket No. 94](#); filed August 7, 2024]
- iii. **Certification of Counsel Concerning the Final Order (I) Authorizing the Debtors to (A) Maintain Insurance and Surety Coverage Entered into Prepetition and Pay Related Prepetition Obligations, and (B) Renew, Supplement, Modify, or Purchase Insurance and Surety Coverage, and (II) Granting Related Relief [[Docket No. 277](#); filed August 28, 2024]**

Status: On August 28, 2024, the Debtors filed a revised form of order under certification of counsel in connection with this matter. Accordingly, a hearing with respect to this matter is only required to the extent that the Court has any questions or concerns.

7. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Prepetition and Postpetition Taxes and Fees and (II) Granting Related Relief [[Docket No. 10](#); filed August 5, 2024]

Response/Objection Deadline: August 22, 2024 at 4:00 p.m. (EDT); extended to August 23, 2024 at 4:00 p.m. (EDT) for Chubb; extended to August 23, 2024 at 5:00 p.m. (EDT) for Averon; extended to August 26, 2024 at 5:00 p.m. (EDT) for the Creditors' Committee and the First Lien Agent

Responses/Objections Received:

- A. Informal comments from the Creditors' Committee

Related Documents:

- i. Interim Order (I) Authorizing the Payment of Certain Prepetition and Postpetition Taxes and Fees and (II) Granting Related Relief [[Docket No. 89](#); entered August 7, 2024]
- ii. Notice of (A) Entry of Interim Order (I) Authorizing the Payment of Certain Prepetition and Postpetition Taxes and Fees and (II) Granting Related Relief; and (B) Final Hearing Thereon [[Docket No. 98](#); filed August 7, 2024]
- iii. **Certification of Counsel Concerning the Final Order (I) Authorizing the Payment of Certain Prepetition and Postpetition Taxes and Fees and (II) Granting Related Relief [[Docket No. 248](#); filed August 28, 2024]**
- iv. **Final Order (I) Authorizing the Payment of Certain Prepetition and Postpetition Taxes and Fees and (II) Granting Related Relief [[Docket No. 264](#); entered August 28, 2024]**

Status: On August 28, 2024, the Court entered a final order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.

8. Motion of Debtors for Entry of Interim and Final Orders (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock and (II) Granting Related Relief [[Docket No. 11](#); filed August 6, 2024]

Response/Objection Deadline: August 22, 2024 at 4:00 p.m. (EDT); extended to August 23, 2024 at 4:00 p.m. (EDT) for Chubb; extended to August 23, 2024 at 5:00 p.m. (EDT) for Averon; extended to August 26, 2024 at 5:00 p.m. (EDT) for the Creditors' Committee and the First Lien Agent

Responses/Objections Received:

A. Informal comments from the Creditors' Committee

Related Documents:

- i. Interim Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock and (II) Granting Related Relief [[Docket No. 85](#); entered August 7, 2024]
- ii. Notice of (A) Entry of Interim Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock and (II) Granting Related Relief; and (B) Final Hearing Thereon [[Docket No. 95](#); filed August 7, 2024]
- iii. **Certification of Counsel Concerning the Final Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock and (II) Granting Related Relief [[Docket No. 234](#); filed August 27, 2024]**
- iv. **Final Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock and (II) Granting Related Relief [[Docket No. 241](#); entered August 28, 2024]**

Status: **On August 28, 2024, the Court entered a final order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.**

9. Motion of Debtors for Entry of Interim and Final Orders (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Approving the Debtors' Proposed Procedures for Resolving Additional Assurance Requests, (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services, and (IV) Granting Related Relief [[Docket No. 12](#); filed August 6, 2024]

Response/Objection Deadline: August 22, 2024 at 4:00 p.m. (EDT); extended to August 23, 2024 at 4:00 p.m. (EDT) for Chubb; extended to August 23, 2024 at 5:00 p.m. (EDT) for Averon; extended to August 26, 2024 at 5:00 p.m. (EDT) for the Creditors' Committee and the First Lien Agent

Responses/Objections Received:

A. Informal comments from the Creditors' Committee

Related Documents:

- i. Interim Order (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Approving the Debtors' Proposed Procedures for Resolving Additional Assurance Requests, (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services, and (IV) Granting Related Relief [[Docket No. 90](#); entered August 7, 2024]
- ii. Notice of (A) Entry of Interim Order (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Approving the Debtors' Proposed Procedures for Resolving Additional Assurance Requests, (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services, and (IV) Granting Related Relief; and (B) Final Hearing Thereon [[Docket No. 99](#); filed August 7, 2024]
- iii. **Certification of Counsel Concerning the Final Order (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Approving the Debtors' Proposed Procedures for Resolving Additional Assurance Requests, (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services, and (IV) Granting Related Relief [[Docket No. 235](#); filed August 27, 2024]**
- iv. **Final Order (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Approving the Debtors' Proposed Procedures for Resolving Additional Assurance Requests, (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services, and (IV) Granting Related Relief [[Docket No. 242](#); entered August 28, 2024]**

Status: **On August 28, 2024, the Court entered a final order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.**

10. Motion of Debtors for Entry of an Order (I) Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, Statements of Financial Affairs, and

Rule 2015.3 Financial Reports and (II) Granting Related Relief [[Docket No. 13](#); filed August 6, 2024]

Response/Objection Deadline: August 22, 2024 at 4:00 p.m. (EDT); extended to August 23, 2024 at 5:00 p.m. (EDT) for Averon; extended to August 26, 2024 at 5:00 p.m. (EDT) for the Creditors' Committee and the First Lien Agent

Responses/Objections Received:

A. Informal comments from the Creditors' Committee
Related Documents:

- i. Notice of "Motion of Debtors for Entry of an Order (I) Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, Statements of Financial Affairs, and Rule 2015.3 Financial Reports and (II) Granting Related Relief" [[Docket No. 13](#)] and Hearing Thereon [[Docket No. 101](#); filed August 8, 2024]
- ii. **Certification of Counsel Concerning the Order (I) Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, Statements of Financial Affairs, and Rule 2015.3 Financial Reports and (II) Granting Related Relief** [[Docket No. 236](#); filed August 27, 2024]
- iii. **Order (I) Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, Statements of Financial Affairs, and Rule 2015.3 Financial Reports and (II) Granting Related Relief** [[Docket No. 243](#); entered August 28, 2024]

Status: **On August 28, 2024, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.**

11. Omnibus Motion of Debtors for Entry of an Order (I) Authorizing the Rejection of Certain Unexpired Leases and Executory Contracts, (II) Authorizing Abandonment of Certain Personal Property, Each Effective as of the Petition Date, and (III) Granting Related Relief [[Docket No. 14](#); filed August 6, 2024]

Response/Objection Deadline: August 22, 2024 at 4:00 p.m. (EDT); extended to August 23, 2024 at 5:00 p.m. (EDT) for Averon; extended to August 26, 2024 at 5:00 p.m. (EDT) for the Creditors' Committee and the First Lien Agent

Responses/Objections Received: None

Related Documents:

- i. Notice of “Omnibus Motion of Debtors for Entry of an Order (I) Authorizing the Rejection of Certain Unexpired Leases and Executory Contracts, (II) Authorizing Abandonment of Certain Personal Property, Each Effective as of the Petition Date, and (III) Granting Related Relief” [Docket No. 14] and Hearing Thereon [[Docket No. 102](#); filed August 8, 2024]
- ii. **Notice of Filing of Updated Schedule of Agreements to be Rejected in Connection with “Omnibus Motion of Debtors for Entry of an Order (I) Authorizing the Rejection of Certain Unexpired Leases and Executory Contracts, (II) Authorizing Abandonment of Certain Personal Property, Each Effective as of the Petition Date, and (III) Granting Related Relief [Docket No. 14]” [[Docket No. 125](#); filed August 12, 2024]**
- iii. **Certification of Counsel Concerning the Omnibus Order (I) Authorizing the Rejection of Certain Unexpired Leases and Executory Contracts, (II) Authorizing Abandonment of Certain Personal Property, Each Effective as of the Petition Date, and (III) Granting Related Relief [[Docket No. 237](#); filed August 27, 2024]**
- iv. **Omnibus Order (I) Authorizing the Rejection of Certain Unexpired Leases and Executory Contracts, (II) Authorizing Abandonment of Certain Personal Property, Each Effective as of the Petition Date, and (III) Granting Related Relief [[Docket No. 244](#); entered August 28, 2024]**

Status: **On August 28, 2024, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.**

12. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral; (II) Granting Adequate Protection to Prepetition Lenders; (III) Modifying Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief [[Docket No. 18](#); filed August 6, 2024]

Response/Objection Deadline: August 22, 2024 at 4:00 p.m. (EDT); extended to August 23, 2024 at 4:00 p.m. (EDT) for Chubb; extended to August 23, 2024 at 5:00 p.m. (EDT) for Averon; extended to August 26, 2024 at 5:00 p.m. (EDT) for the Creditors’ Committee and the First Lien Agent

Responses/Objections Received: None at this time

Related Documents:

- i. Interim Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection, (III) Modifying Automatic Stay, (IV) Scheduling a Further Hearing on the Motion, and (V) Granting Related Relief [[Docket No. 91](#); filed August 7, 2024]
- ii. Notice of (A) Entry of Interim Order (I) Authorizing the Debtors to Use Cash Collateral; (II) Granting Adequate Protection; (III) Modifying Automatic Stay; (IV) Scheduling a Further Hearing on the Motion; and (V) Granting Related Relief; and (B) Final Hearing Thereon [[Docket No. 100](#); filed August 7, 2024]
- iii. **Certification of Counsel Concerning the Second Interim Order (I) Authorizing the Debtors to Use Cash Collateral; (II) Granting Adequate Protection; (III) Modifying Automatic Stay; (IV) Scheduling a Further Hearing on the Motion; and (V) Granting Related Relief [[Docket No. 278](#); filed August 29, 2024]**

Status: **On August 29, 2024, the Debtors filed a revised form of order under certification of counsel in connection with this matter. Accordingly, a hearing with respect to this matter is only required to the extent that the Court has any questions or concerns.**

- 13. Motion of Debtors for Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases, and (II) Granting Related Relief [[Docket No. 19](#); filed August 6, 2024]

Response/Objection Deadline: August 22, 2024 at 4:00 p.m. (EDT); extended to August 23, 2024 at 5:00 p.m. (EDT) for Averon; extended to August 26, 2024 at 5:00 p.m. (EDT) for the Creditors' Committee and the First Lien Agent

Responses/Objections Received:

- A. Informal comments from the Creditors' Committee

Related Documents:

- i. Notice of "Motion of Debtors for Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases, and (II) Granting Related Relief" [D.I. 19] and Hearing Thereon [[Docket No. 103](#); filed August 8, 2024]

- ii. **Certification of Counsel Concerning the Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases, and (II) Granting Related Relief** [[Docket No. 238](#); filed August 27, 2024]
- iii. **Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases, and (II) Granting Related Relief** [[Docket No. 245](#); entered August 28, 2024]

Status: **On August 28, 2024, the Court entered an order regarding this matter. Accordingly, a hearing on this matter is no longer necessary.**

- 14. Motion of Debtors for Entry of an Order (I) Authorizing and Approving the Sale of TCU Solar Loans and RIC Depositor Membership Interests Free and Clear of all Liens, Claims, Encumbrances and Other Interests and (II) Granting Related Relief [[Docket No. 58](#); filed August 6, 2024]

Response/Objection Deadline: August 26, 2024 at 5:00 p.m. (EDT); extended to August 27, 2024 at 11:00 a.m. (EDT) for the Committee and the First Lien Agent

Responses/Objections Received:

- A. Limited Objection and Reservation of Rights of Lexon Insurance Company and Endurance American Insurance Company to the Motion of Debtors for Entry of an Order (I) Authorizing and Approving the Sale of TCU Solar Loans and RIC Depositor Membership Interests Free and Clear of all Liens, Claims, Encumbrances and Other Interests and (II) Granting Related Relief [[Docket No. 199](#); filed August 23, 2024]

Related Documents:

- i. Declaration of Matthew Henry, Chief Transformation Officer of SunPower Corporation, in Support of the Motion of Debtors for Entry of an Order (I) Authorizing and Approving the Sale of TCU Solar Loans and RIC Depositor Membership Interests Free and Clear of all Liens, Claims, Encumbrances and Other Interests and (II) Granting Related Relief [[Docket No. 59](#); filed August 6, 2024]
- ii. Notice of Filing of the Certain “Membership Interest Purchase and Transfer Agreement” and Certain “Loan Sale and Purchase Agreement” in Connection with “Motion of Debtors for Entry of an Order (I) Authorizing and Approving the Sale of TCU Solar Loans and RIC Depositor Membership Interests Free and Clear of all Liens, Claims, Encumbrances and Other Interests and (II) Granting Related Relief” [[Docket No. 58](#)] [[Docket No. 188](#); filed August 22, 2024]

- iii. **Notice of Filing of Revised Form of that Certain “Order (I) Authorizing and Approving the Sale of TCU Solar Loans and RIC Depositor Membership Interests Free and Clear of all Liens, Claims, Encumbrances and Other Interests and (II) Granting Related Relief”** [[Docket No. 276](#); filed August 28, 2024]

Status: The Debtors anticipate submitting a revised form of order to the Court in connection with this matter under a certification of counsel in advance of the hearing. Consequently, a hearing with respect to this matter should only be required to the extent that the Court has any questions or comments.

- 15. (SEALED) Motion of Debtors for Entry of an Order (I) Approving Agency Agreement with Hilco Commercial Industrial, LLC Effective as of the Petition Date; (II) Authorizing the Sale of Remaining Assets Free and Clear of Liens, Claims, Interests, and Encumbrances; and (III) Granting Related Relief [[Docket No. 128](#); filed August 13, 2024]

Response/Objection Deadline: N/A

Responses/Objections Received:

- A. Informal comments from the Creditors’ Committee
- B. Informal comments from Hilco Commercial Industrial, LLC

Related Documents:

- i. (REDACTED) Motion of Debtors for Entry of an Order (I) Approving Agency Agreement with Hilco Commercial Industrial, LLC Effective as of the Petition Date; (II) Authorizing the Sale of Remaining Assets Free and Clear of Liens, Claims, Interests, and Encumbrances; and (III) Granting Related Relief [[Docket No. 129](#); filed August 13, 2024]
- ii. Declaration of Matthew Henry, Chief Transformation Officer of SunPower Corporation in Support of Motion of Debtors for Entry of an Order (I) Approving Agency Agreement with Hilco Commercial Industrial, LLC Effective as of the Petition Date; (II) Authorizing the Sale of Remaining Assets Free and Clear of Liens, Claims, Interests, and Encumbrances; and (III) Granting Related Relief [[Docket No. 130](#); filed August 13, 2024]
- iii. Notice of Filing of Revised “Interim Order (I) Approving Agency Agreement with Hilco Commercial Industrial, LLC Effective as of the Petition Date; (II) Authorizing the Sale of Remaining Assets Free and Clear

of Liens, Claims, Interests, and Encumbrances; and (III) Granting Related Relief” [[Docket No. 156](#); filed August 19, 2024]

- iv. Notice of Filing of *Further* Revised “Interim Order (I) Approving Agency Agreement with Hilco Commercial Industrial, LLC Effective as of the Petition Date; (II) Authorizing the Sale of Remaining Assets Free and Clear of Liens, Claims, Interests, and Encumbrances; and (III) Granting Related Relief” [[Docket No. 162](#); filed August 20, 2024]
- v. Interim Order (I) Approving Agency Agreement with Hilco Commercial Industrial, LLC Effective as of the Petition Date; (II) Authorizing the Sale of Remaining Assets Free and Clear of Liens, Claims, Interests, and Encumbrances; and (III) Granting Related Relief [[Docket No. 173](#); filed August 20, 2024]
- vi. **Certification of Counsel Concerning the Final Order (I) Approving Agency Agreement with Hilco Commercial Industrial, LLC Effective as of the Petition Date; (II) Authorizing the Sale of Remaining Assets Free and Clear of Liens, Claims, Interests, and Encumbrances; and (III) Granting Related Relief** [[Docket No. 273](#); filed August 28, 2024]

Status: **On August 28, 2024, the Debtors filed a revised form of order under certification of counsel in connection with this matter. Accordingly, a hearing with respect to this matter is only required to the extent that the Court has any questions or concerns.**

III. CONTESTED MATTER GOING FORWARD:

- 16. Motion of Debtors for Entry of an Order (I) Approving Bidding Procedures and Bid Protections, (II) Scheduling Certain Dates and Deadlines with Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Complete Solaria Stalking Horse APA, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief [[Docket No. 15](#); filed August 6, 2024]

Response/Objection Deadline: August 22, 2024 at 4:00 p.m. (EDT); extended to August 27, 2024 at 11:00 a.m. (EDT) for the Committee and the First Lien Agent

Responses/Objections Received:

- A. Maxeon Solar Technologies, Ltd.'s Objection and Reservation of Rights with Respect to Debtors' Bidding Procedures Motion [[Docket No. 192](#); filed August 22, 2024]
- B. Objection and Reservation of Rights of Lexon Insurance Company and Endurance American Insurance Company to the Motion of Debtors for Entry of an Order (I) Approving Bidding Procedures and Bid Protections, (II) Scheduling Certain Dates and Deadlines with Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Complete Solaria Stalking Horse APA, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief [[Docket No. 198](#); filed August 23, 2024]
- C. U.S. Specialty Insurance Company and its Affiliated Sureties' Limited Objection to the Debtors' Bid Procedures Motion (D.I. #15) [[Docket No. 216](#); filed August 26, 2024]

Related Documents:

- i. Declaration of Rick Polhemus in Support of the Motion of Debtors for Entry of an Order (I) Approving Bidding Procedures and Bid Protections, (II) Scheduling Certain Dates and Deadlines with Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Complete Solaria Stalking Horse APA, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief [[Docket No. 16](#); filed August 6, 2024]
- ii. Declaration of Matthew Henry, Chief Transformation Officer of SunPower Corporation in Support of the Motion of Debtors for Entry of an Order (I) Approving Bidding Procedures and Bid Protections, (II) Scheduling Certain Dates and Deadlines with Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Complete Solaria Stalking Horse APA, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief [[Docket No. 17](#); filed August 6, 2024]
- iii. Notice of Filing of Corrected Bidding Procedures [[Docket No. 38](#); filed August 6, 2024]

- iv. Notice of “Motion of Debtors for Entry of an Order (I) Approving Bidding Procedures and Bid Protections, (II) Scheduling Certain Dates and Deadlines with Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Complete Solaria Stalking Horse APA, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief” [D.I. 15] and Hearing Thereon [[Docket No. 79](#); filed August 7, 2024]
- v. Notice of Withdrawal of U.S. Specialty Insurance Company and its Affiliated Sureties’ Limited Objection to Debtors’ Bid Procedures Motion & Reservation of Rights [[Docket No. 225](#); filed August 27, 2024]
- vi. **Notice of Filing of Revised “Order (I) Approving Bidding Procedures and Bid Protections, (II) Scheduling Certain Dates and Deadlines with Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Complete Solaria Stalking Horse APA, (V) Establishing Notice and Procedures for the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief” [[Docket No. 275](#); filed August 28, 2024]**

Status: The Debtors have been in discussions with Maxeon Solar Technologies, Ltd. (“Maxeon”) with respect to its objection (A). The hearing on this matter with respect to Maxeon’s objection (A) will go forward. Objection (B) is resolved, and Objection (C) is resolved and has been withdrawn.

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Dated: August 29, 2024
Wilmington, Delaware

/s/ Jason M. Madron

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